

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
URBAN A. LESTER

July 30, 2010

RECORDATION NO. 29390 FILED

JUL 30 '10 -10 2 0 AM

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

SURFACE TRANSPORTATION BOARD

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of July 30, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are.

Secured Party.	Banc of America Leasing & Capital, LLC 2059 Northlake Parkway, 3rd Floor N Tucker, Georgia 30084
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Debtor	Allied Enterprises, Inc 107 North Commercial Street Springdale, Arkansas 72764
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Chief, Section of Administration  
July 30, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

65 gondola railcars within the series SRLX 2301 - SRLX 2435 as more  
particularly set forth in the attachment to the document

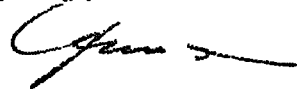
A short summary of the document to appear in the index is

Memorandum of Security Agreement

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/bhs  
Enclosures

RECORDATION NO. 29390 FILED

JUL 30 '10 -10 2 0 AM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF SECURITY AGREEMENT

Dated as of May 20, 2010

between

BANC OF AMERICA LEASING & CAPITAL, LLC,  
as Secured Party

and

ALLIED ENTERPRISES, INC.,  
as Debtor

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 2010, at \_\_\_\_\_ M.  
Recordation Number \_\_\_\_\_

## MEMORANDUM OF SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT dated as of July 20, 2010 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Secured Party"), and ALLIED ENTERPRISES, INC., and its successors and permitted assigns ("Debtor")

### WITNESSETH

1 Pursuant to a Master Rail Equipment Loan and Security Agreement No 21457-70000 dated as of July 20, 2010 and Rail Equipment Security Note No 70001 executed pursuant thereto dated as of July 20, 2010 (collectively, the "Security Agreement"), Debtor has pledged to Secured Party a first priority security interest in all of the rail equipment described in Exhibit A attached hereto (the "Railcars")

2. The Security Agreement shall be effective as of the date first set forth hereinabove and Debtor's use of the Railcars shall be subject to the terms and conditions as set forth in the Security Agreement

3. This Memorandum of Security Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument

*[Signature page follows]*

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written

Secured Party:

BANC OF AMERICA LEASING &  
CAPITAL, LLC

By. [Signature]  
Name Cristina Foley  
Title Vice President

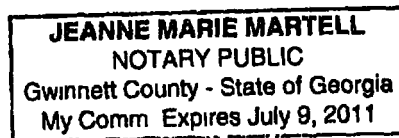
STATE OF Georgia )  
 ) ss  
COUNTY OF Fulton )

I HEREBY CERTIFY, that on this 27<sup>th</sup> day of June, 2011, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Cristina Foley, who acknowledged himself/herself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself/herself as the Vice President.

AS WITNESS my hand and notarial seal

[Signature]  
Notary Public

My commission expires: July 9, 2011



IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Debtor:

ALLIED ENTERPRISES, INC.

By, G. Brent McCready

Name: G. BRENT MCCREADY

Title: PRESIDENT

STATE OF Arkansas )  
 ) ss.  
COUNTY OF Washington )

I HEREBY CERTIFY, that on this 1st day of March, 2011, before me, the undersigned, a Notary Public of the State of Arkansas, personally appeared G. Brent McCready who acknowledged himself/herself to be the President of Allied Enterprises, Inc. known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized officer of said company by signing the name of the company by himself/herself as the President.

AS WITNESS my hand and notarial seal

Maria S. Andreadis  
Notary Public

My commission expires March 17, 2018

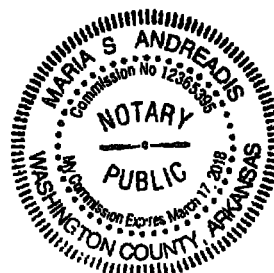


EXHIBIT A  
TO MEMORANDUM OF SECURITY AGREEMENT  
DATED AS OF 12/1/2010

<u>Prev Mark</u>	<u>Prev Num</u>	<u>Curr Mark</u>	<u>Curr Num</u>
		SRLX 2301	
		SRLX 2302	
		SRLX 2303	
		SRLX 2304	
		SRLX 2305	
		SRLX 2306	
		SRLX 2307	
		SRLX 2308	
		SRLX 2309	
		SRLX 2310	
		<u>SRLX 2311</u>	
		SRLX 2313	
		SRLX 2314	
		SRLX 2315	
		<u>SRLX 2316</u>	
		SRLX 2318	
		SRLX 2319	
		SRLX 2320	
		SRLX 2321	
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		<u>SRLX 2327</u>	
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		SRLX 2330	
		<u>SRLX 2331</u>	
		SRLX 2334	
		<u>SRLX 2335</u>	
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		SRLX 2402	
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		SRLX 2407	
		SRLX 2408	
		SRLX 2409	
		SRLX 2410	

Prev Mark	Prev Num	Curr Mark	Curr Num
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SRLX 2411  
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 SRLX 2435



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated:

7/30/10



Robert W. Alvord